

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000

2-269A002-17404-A

September 21, 1992

SEP 21 1992

INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
12th and Constitution Avenues, N.W.
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) original copies and two (2) photocopies of an Amendment Dated August 3, 1992 to Memorandum of Lease Agreement dated as of June 10, 1991, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Memorandum of Lease Agreement dated as of June 10, 1991 which was duly filed and recorded on July 1, 1991 and assigned Recordation Number 17404.

The names and addresses of the parties to the enclosed document are:

LESSOR: Greenbrier Railcar, Inc.
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

LESSEE: Alabama River Woodlands, Inc.
Lena Landegger Highway
Perdue Hill, Alabama 36470

Mr. Sidney L. Strickland, Jr.
September 21, 1992
Page 2

A description of the railroad equipment covered by the enclosed document is:

Sixty (60) 100-ton rotary dump woodchip gondola railcars marked and numbered ARWX 6000 through ARWX 6059, inclusive.

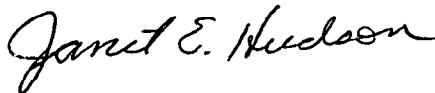
Also enclosed is a payment of \$16 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed secondary document to appear in the Commission's Index is:

Amendment Dated August 3, 1992 to Memorandum of Lease Agreement dated as of June 10, 1991 between Greenbrier Railcar, Inc. Lessor, and Alabama River Woodlands, Inc., Lessee, covering sixty (60) 100-ton rotary dump woodchip gondola railcars marked and numbered ARWX 6000 through ARWX 6059, inclusive.

Sincerely,



Janet E. Hudson
Administrative Assistant

jeh
Enclosure

cc: Charles T. Kappler, Esq.

Interstate Commerce Commission

Washington, D.C. 20423

9/25/92

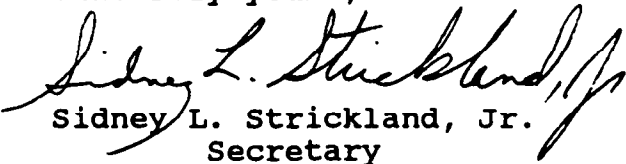
OFFICE OF THE SECRETARY

Janet E. Hudson
Administrative Assistant
The Greenbrier Companies
One Centerpointe Drive Ste. 200
Lake Oswego, Oregon 97035

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/25/92 at 9:20AM, and assigned recordation number(s). 17404-A and 17404-B

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

Document No. 17404-A (Amended 8/7/92)

SEP 25 1992

INTERSTATE COMMERCE COMMISSION

AMENDMENT DATED AUGUST 3, 1992

TO

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER RAILCAR, INC. ("LESSOR")

AND

ALABAMA RIVER WOODLANDS, INC. ("LESSEE")

JUNE 10, 1991

Amendment dated as of August 3, 1992 to Memorandum of a Lease Agreement made and entered into as of June 10, 1991 ("Lease Memorandum") by and between Greenbrier Railcar, Inc., a Delaware corporation, ("Lessor") and Alabama River Woodlands, Inc., an Alabama corporation ("Lessee").

WHEREAS, Lessor and Lessee entered into the Lease Memorandum describing the lease of sixty (60) 100-ton rotary dump woodchip gondola railcars; and

WHEREAS, Lessor and Lessee wish to amend the Lease Memorandum to conform to amendments of the underlying lease by correcting the identification marks of the sixty (60) cars subject thereto.

NOW THEREFORE, Lessor and Lessee hereby amend the Lease Memorandum as follows:

1. Paragraph 1 is amended by deleting it in its entirety and substituting the following:

"1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor sixty (60) 100-ton rotary dump woodchip gondola railcars bearing marks and numbers ARWX 6000 through ARWX 6059, inclusive."

2. All other terms and conditions of the Lease Memorandum not specifically amended hereby shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

GREENBRIER RAILCAR, INC.

By: *Norris M. Webb, V.P.*

ALABAMA RIVER WOODLANDS, INC.

By: *Mr. Lubard*

STATE OF OREGON

)
) ss.
)

COUNTY OF CLACKAMAS

On this 21st day of September, 1992, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Vice President of GREENBRIER RAILCAR, INC. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Hudson
NOTARY PUBLIC

My commission expires: 5/28/94

STATE OF

Alabama

)
) ss.
)

COUNTY OF

Monroe

On this 2nd day of September, 1992, before me personally appeared W. F. Wood, to me personally known, who being by me duly sworn, says that he is the Vice President / Secretary of Alabama River Woodlands that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Alice Chandler
NOTARY PUBLIC

My commission expires:

October 23, 1994